

N1000000001086

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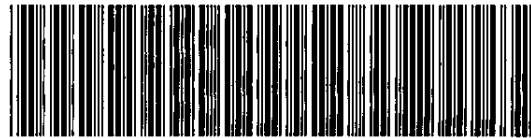
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TALLAHASSEE, FLORIDA
10 OCT 12 PM 12:40

Amend / CC
10/12/10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 OCT 12 AM 8:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 21, 2010

MILCA PIERRE
CITY OF FAITH, INC.
5801 N.E. 2ND AVE.
MIAMI, FL 33137

SUBJECT: CITY OF FAITH, INC.
Ref. Number: N10000001086

We have received your document for CITY OF FAITH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 210A00022466

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

for

CITY OF FAITH, INC.
(Document Number: N10000001086)

FILED STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
10 OCT 12 PM 12:40

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE I: IDENTIFICATION

The name of the corporation shall be **City of Faith, Inc.** hereinafter referred to as the "Corporation".

ARTICLE II: PURPOSE AND POWERS – (Amended 09/10/2010)

2.01. Purpose. The purpose for which the Corporation is formed shall be exclusively for charitable, educational, religious, or scientific purposes, within the meaning of 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

2.02. Purpose Continued. The specific purposes of this corporation shall be to provide urban youths with quality academic, social and faith-based resources that will equip them for present and future transformative leadership. To that end, the Corporation shall improve the life and character of individuals directly and indirectly involved in its programs via combined efforts that promote the social welfare and the educational and holistic enlightenment of those persons involved in (or concerned with) its programs and services. The Corporation shall also serve as a community resources center that strives for the betterment of life of its members, participants and for the community at large.

2.03. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE III. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT - (Amended 09/10/2010)

3.01. Principal Office and Mailing Address. The **amended** principal street office and the mailing address of the Corporation shall be **5801 Northeast 2nd Avenue, Miami, Florida 33137.**

3.02 Initial Registered Agent. The name of the initial registered agent and the street address of the registered agent of the Corporation are **Patrick Lorvil, 93 Northeast 168th Street, North Miami Beach, FL 33162.**

ARTICLE IV. DIRECTORS/MANNER OF ELECTION - (Amended 09/10/2010)

4.01. Directors. The number of directors of the Corporation shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the bylaws and/or majority vote of the Board of Directors. At no time shall there be less than three (3) Directors for the Corporation.

4.02. Manner of Election. The directors of the Corporation shall be appointed according to the Corporation's bylaws.

4.03. Management of Affairs. The management and affairs of the corporation shall be at all times under the principal direction of the Executive Director and, at times, the Board of Directors, whose operations in governing the corporation shall be defined by statutes and by the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V. DIRECTORS - (Amended 09/10/2010)

The **amended** Board of Directors/Officers shall consist of the following members:

Milca Pierre, Executive Director

35 Northwest 193 Terrace

Miami, Florida 33169

Lisette Pierre, Associate Director of Community Relations and Development

35 Northwest 193 Terrace

Miami, Florida 33169

Patrick Lorvil, Operations Manager

35 Northwest 193 Terrace

Miami, Florida 33169

Delanot Pierre, Associate Director of Pastoral Care

35 Northwest 193 Terrace

Miami, Florida 33169

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator is **Milca Pierre, 35 Northwest 193 Terrace, Miami, Florida 33169.**

ARTICLE VII. CODE OF BYLAWS, AMENDMENT OF ARTICLES, INDEMNIFICATION, INSURANCE - (Amended 09/10/2010)

Section 7.01. Code of Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a majority vote of the Directors is necessary to take these actions.

Section 7.02. Indemnification. a. The Corporation shall indemnify a Director or Officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer of the Corporation is or was a Director or Officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director or Officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Director, Officer, employee or agent, as the case may be, is permissible in the circumstances because the Director, Officer, employee or agent has met the standard of conduct set forth by the Board of Directors.

b. The indemnification and advancement of attorney fees and expenses for Directors, Officers, employees and agents of the Corporation shall apply when each persons are serving at the Corporation's request while a Director, Officer, employee or agent of foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may pay for or reimburse the reasonable attorney fees and expense incurred by a Director, Officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

Section 7.03. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual arising from the individual's status as Director, Officer, employee or agent of the Corporation, whether or not the Corporation could have power to indemnify the individual against the same liability under the law.

Section 7.04. Additional Provisions. All references in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Director, Officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any

such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expense shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE VIII. LIMITATIONS ON ACTIVITIES - (Amended 09/10/2010)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code or, (b) a corporation, contribution to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IX. DISSOLUTION - (Amended 09/10/2010)

In the event of dissolution of this Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of this Corporation shall be distributed and turned over to one or more organization which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal tax code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE X. NON - STOCK - (Amended 09/10/2010)

This Corporation shall be organized upon a non-stock basis.

ARTICLE XI. EXISTENCE - (Amended 09/10/2010)

This Corporation is to have perpetual existence.

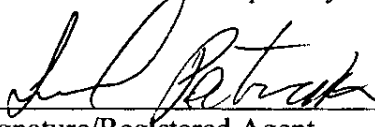
Executed and effective this 10th Day of September, 2010.

C.O.F. Articles of Amendment

EIN: 27-1761791

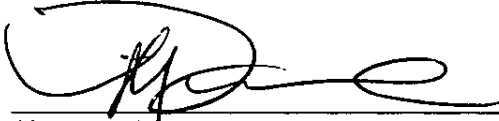
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There are no members or members entitled to vote on the Articles of Amendment. The Amendments were adopted by the Board of Directors.



Signature/Registered Agent

9.10.10
Date



Signature/Incorporator

9.10.10
Date